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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 17, 2011 (February 24, 2011)**

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**The NASDAQ OMX Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-32651**  
(Commission  
File Number)

**52-1165937**  
(I.R.S. Employer  
Identification No.)

**One Liberty Plaza, New York, New York**  
(Address of principal executive offices)

**10006**  
(Zip code)

**Registrant's telephone number, including area code: +1 212 401 8700**

**No change since last report**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) Appointment of Directors

(1) On February 17, 2011, The NASDAQ OMX Group, Inc. (“NASDAQ OMX”) appointed Börje Ekholm to its board of directors effective immediately.

(2) Mr. Ekholm was appointed to the board pursuant to the stockholders’ agreement, dated as of December 16, 2010, between NASDAQ OMX and Investor AB. Under this agreement, as long as Investor AB beneficially owns at least 5% of the outstanding NASDAQ OMX common stock, Investor AB is entitled to propose for nomination one director for election to NASDAQ OMX’s board of directors. NASDAQ OMX agreed to use its reasonable best efforts to cause the nominee proposed by Investor AB to be elected to the board of directors and appointed to a committee of the board reasonably agreed by NASDAQ OMX and Investor AB.

(3) Mr. Ekholm was appointed to the Finance Committee of NASDAQ OMX’s board of directors.

(4) Relating to the appointment of Mr. Ekholm, the description entitled “Stockholders’ Agreement” under Item 1.01 of NASDAQ OMX’s Form 8-K dated December 21, 2010 is incorporated by reference herein.

In addition, Mr. Ekholm is the President and Chief Executive Officer of Investor AB, an industrial holding company that invests in other companies in the ordinary course of business. One of Investor AB’s portfolio companies is Skandinaviska Enskilda Banken AB (“SEB”), a financial services company, which is a lender under NASDAQ OMX’s credit facilities and a customer of NASDAQ OMX. During the fiscal year ended December 31, 2010, NASDAQ OMX paid SEB approximately \$46 million in principal payments, interest payments and other fees under its credit facilities and approximately \$4 million in fees relating to other financing transactions. During the fiscal year ended December 31, 2010, SEB paid NASDAQ OMX approximately \$23 million for trading, market data and other services in the ordinary course of business.

(5) Mr. Ekholm will be compensated in accordance with NASDAQ OMX’s board compensation policy.

A copy of the press release announcing Mr. Ekholm’s appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press release dated February 23, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 24, 2011

The NASDAQ OMX Group, Inc.

By: \_\_\_\_\_ /s/ EDWARD S. KNIGHT  
**Edward S. Knight**  
**Executive Vice President and General Counsel**

February 23, 2011

## **NASDAQ OMX Appoints New Board Member**

### **Borje Ekholm, President and CEO of Investor AB, Appointed to the NASDAQ OMX (Hold Co) Board**

NEW YORK, Feb. 23, 2011 (GLOBE NEWSWIRE) — NASDAQ OMX (Nasdaq:NDAQ) today announced the addition of Borje Ekholm to the NASDAQ OMX board of directors following his confirmation by the board on February 17, 2011.

Mr. Ekholm is currently President and Chief Executive Officer of Investor AB, the Nordic-based industrial holding company, where he has held a variety of management positions since joining the firm in 1992. Prior to his current role, Mr. Ekholm was a Member of the Management Group of Investor AB, where he had oversight of the New Investments business and President of Novare Kapital AB, an early-stage venture capital company. Previously, Mr. Ekholm worked at McKinsey & Co Inc.

Mr. Ekholm has extensive experience in overseeing the activities of a company. He currently sits on the board of directors for Chalmersinvest AB, EQT Partners AB, Husqvarna AB, Lindorff Group AB, Scania AB, Telefonaktiebolaget LM Ericsson and KTH Royal Institute of Technology.

“We are pleased to welcome Mr. Ekholm to the NASDAQ OMX Board of Directors,” said Robert Greifeld, Chief Executive Officer, NASDAQ OMX. “Mr. Ekholm brings years of international management experience, and we look forward to the expertise he will add to the diversified skills and depth of knowledge of our board members.”

NASDAQ OMX’s board of directors is comprised of 16 members with the addition of Mr. Ekholm.

### **About NASDAQ OMX**

The NASDAQ OMX Group, Inc. is the world’s largest exchange company. It delivers trading, exchange technology and public company services across six continents, with approximately 3,600 listed companies. NASDAQ OMX offers multiple capital raising solutions to companies around the globe, including its U.S. listings market, NASDAQ OMX Nordic, NASDAQ OMX Baltic, NASDAQ OMX First North, and the U.S. 144A sector. The company offers trading across multiple asset classes including equities, derivatives, debt, commodities, structured products and exchange-traded funds. NASDAQ OMX technology supports the operations of over 70 exchanges, clearing organizations and central securities depositories in more than 50 countries. NASDAQ OMX Nordic and NASDAQ OMX Baltic are not legal entities but describe the common offering from NASDAQ OMX exchanges in Helsinki, Copenhagen, Stockholm, Iceland, Tallinn, Riga, and Vilnius. For more information about NASDAQ OMX, visit <http://www.nasdaqomx.com>. \*Please follow NASDAQ OMX on Facebook (<http://www.facebook.com/pages/NASDAQ-OMX/108167527653>) and Twitter (<http://www.twitter.com/nasdaqomx>).

NDAQG

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